

**First
Security
Bank**

9-233A037

August 4, 1989

RECORDATION NO 7300-17 FILED 1425

AUG 21 1989 -12 20 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423
Attention: Mildred Lee - Room 2303

Dear Ms. Lee:

Please find enclosed one original and one notarized copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document, which is a secondary document, is an Assignment and Assumption Agreement ("Assignment") dated February 13, 1989, and effective as of February 29, 1988. The primary documents to which this Assignment is related are recorded under Recordation Numbers 7300, 7300-A, 7300-B, and 7300-C which are dated January 16, 1974.

I hereby request cross-indexing as the document is an assignment of a Lease of Equipment previously recorded.

A description of the equipment covered by this Assignment is attached as Annex I and Annex II hereto.

The parties to the Assignment are as follows:

(1) as Assignor:

First Security Bank of Utah, N.A.
c/o First Security Leasing Company
381 East Broadway, 2nd Floor
Salt Lake City, Utah 84111

(2) as Assignee:

First Security Leasing Company of Nevada
Valley Bank Center
101 Convention Center Drive
Suite P103
Las Vegas, Nevada 89109

Mildred Lee
August 4, 1989
Page Two

A fee of \$13.00 is enclosed. Please return the original with the new recordation information to First Security Leasing Company of Nevada, c/o First Security Leasing Company, 381 East Broadway, 2nd Floor, Salt Lake City, Utah 84111, Attention: General Counsel.

A short summary of the document to appear in the index follows:

Assignment of right, title and interest in and to the Lease of Equipment, and all related lease documents with Recordation Numbers 7300, 7300-A, 7300-B and 7300-C dated January 16, 1974, covering two hundred and nine (209) flat cars, thirty-nine (39) woodchip cars and eighteen (18) diesel locomotives.

Thank you for your assistance in this matter. If you have any questions, please feel free to call Mark Allen of First Security Leasing Company at (801) 350-3045.

Very truly yours,

FIRST SECURITY BANK OF UTAH, N.A.


C. S. Cummings
Authorized Representative

CSC:stg

enclosure

cc: Mark Allen
First Security Leasing Company
381 East Broadway
2nd Floor
Salt Lake City, Utah 84111

ANNEX I

32

SCHEDULE I—Lease

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
67	89' 4" Trailer Flat Cars.....	CN682097-682163
10	89' 4" Pedestal Flat Cars.....	CN750090-750099
136	62' 6" 100-ton Flat Cars	CN667275-667410

SCHEDULE I—Lease No. 1*

<u>Quantity</u>	<u>Type</u>	<u>Identifying Numbers (both inclusive)</u>
30	M-420, 2000 H.P. 4-axle, 4-motor Diesel Electric Locomotives	CN2530-2559
91	G.P. 40-2 3000 H.P. 4-axle, 4-motor Diesel Electric Locomotives	CN9400-9490
140	70-ton Steel Sheathed Woodchip Cars	CN880725-880864

* The Units of equipment set forth herein include Units which will be covered by this Lease and one or more of the Other Leases (as defined in the Equipment Trust Agreement). Upon delivery of all of the Units, an appropriate supplement will be entered into setting forth the specific Units and identifying numbers to be covered by this Lease.

RECORDATION NO 7300-2 FILED 1989

AUG 21 1989 - 12 20 PM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement, executed this 13th day of February, 1989 and effective February 29, 1988, is by and between First Security Bank of Utah, N.A. (hereinafter "Assignor") and First Security Leasing Company of Nevada (hereinafter "Assignee").

W I T N E S S E T H:

Assignor hereby grants, transfers, assigns and delegates to Assignee, effective February 29, 1988, all of its right, title, interest and obligations in and to or with respect to that certain Equipment Trust Agreement dated as of January 1, 1974 (the "Trust Agreement") between Assignor as the Company and Florida National Bank (successor in interest to Inter National Bank of Miami) as Trustee ("Trustee"), that certain Trust Equipment (as defined in the Trust Agreement), that certain Lease of Equipment ("Lease") dated as of January 1, 1974 between Assignor as Lessor and Canadian National Railway Company as Lessee, and any other documents relating to such Trust Agreement, Trust Equipment or Lease to which Assignor is a party and which are now in effect, together with any rents or payments received thereunder or any increases in said rents or payments.

Assignee hereby confirms that it shall be deemed a party to the Trust Agreement and the Lease and shall be bound by all of the terms of and undertake all of the obligations of Assignor under the Trust Agreement, the Lease and any other documents relating thereto to which Assignor is a party and which are now in effect.

This Assignment and Assumption Agreement shall inure to the benefit of the successors and assigns of Assignee and shall bind Assignee's legal representatives, successors and assigns.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment and Assumption Agreement on the day and year first above written.

ASSIGNOR: First Security Bank of Utah, N.A.

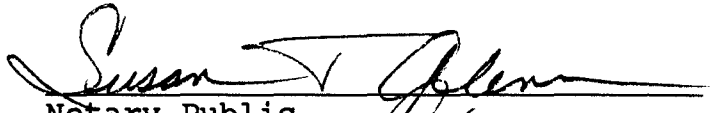
By: [Signature]
Its: [Signature]

ASSIGNEE: First Security Leasing Company of Nevada

By: [Signature]
Its: [Signature]

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

I, Susan T. Glenn, Notary Public for the State of Utah, County of Salt Lake, certify that the attached copy is a true and correct copy of the original document.


Notary Public
Residing At: Salt Lake

My Commission Expires:

7-2-92

